FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1376931

OMB Number:

3235-0076

Expires:

April 30, 2008

Estimated average burden hours per response

... 16.00



Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
USA Franklin Park, DST Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 □ Rule 5 Type of Filing: □ New Filing □ Amendment	Section #6ROFESSED
A. BASIC IDENTIFICATION DATA	905 F. C 6000
Enter the information requested about the issuer	UCI 23785 P
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) USA Franklin Park, DST	THOMSON
Address of Executive Offices (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 205, Napa, CA 94558	Telephone Number (Including Area Code) A. (800) 611-1160
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
The acquisition, lease and sale of real property held by a Delaware Statutory Trust.	
Type of Business Organization	
□ corporation □ limited partnership, already formed □ business trust □ limited partnership, to be formed	other (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	☑ Actual ☐ Estimated or State: DE
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg 15 U.S.C. 77d(6).	gulation D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the off Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at a after the date on which it is due, on the date it was mailed by United States registered or certified m	he address given below or, if received at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.	.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures.	manually signed. Any copies not manually signed
Information Required: A new filing must contain all information requested. Amendments need on changes thereto, the information requested in Part C, and any material changes from the informatio Appendix need not be filed with the SEC.	aly report the name of the issuer and offering, any on previously supplied in Parts A and B. Part E and the

- ATTENTION-

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Filing Fee: There is no federal filing fee.

this notice and must be completed.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.





A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors/U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 205, Napa, CA 94558 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

1. Has t	he issuer s	old, or doe						n this offer	_		Yes	No
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3. Does	the offerin	ng permit jo	oint owners	hip of a si	ngle unit?						Yes . 🗵	No
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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offring?													
2. What is the minimum investment that will be accepted from any individual?										- 		Yes	No
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons or such a broker or dealer, you may set forth the information for that broker or dealer registered with the SEC associated persons or such a broker or dealer, you may set forth the information for that broker or dealer registered with the SEC associated Broker or Dealer Address (Number and Street, City, State, Zip Code) 6600 SW 92nd Ave. Suite 260, Portland, OR 97223 Name of Associated Broker or Dealer KMS Financial Services. (Check "All States" or check individual States) (Check "All States" or check individual States) [Al.] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [MI] [MI] [MI] [MI] [MI] [MI] [MI] [M	1. Has t	he issuer so	old, or doc	s the issuer	intend to s	sell, to non-	accredited	investors i	n this offer	ing?		. 🔲	\boxtimes
A. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a sale or states, its the name of the broker or dealer. If more than five (5) persons to be listed are associated person or agent of a broker or dealer registered with the SEC and/or with a sale or states, its the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Hausman, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 6600 SW 92nd Ave., Suite 260. Portland, OR 97223 Name of Associated Broker or Dealer KMS Financial Services, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or cheek individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HII] [ID] [IL] [IN] [IN] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MS] [MO] [MT] [NE] [NV] [NVH] [NV] [NVH] [NV] [NVH] [NV] [VA] [WA] [WV] [WV] [WV] [WV] [PR] Full Name (Last name first, if individual) Stark, Bra Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Sirvicet, Zard Floor, Santa Barbara, CA 93101 States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check Individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [DD] Hull [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN]				Aı	nswer also	in Append	ix, Columi	2, if filing	g under UL	OE.			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, it sits the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer with the SEC and/or with a state or states, it sit the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer may. Full Name (Last name first, if individual) Hausman, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 6600 SW 92nd Ave, Suite 260, Portland, OR 97223 Name of Associated Broker or Dealer KMS Financial Services, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IN] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NV] [NM] [NV] [NC] [ND] [OH] [OK] [OR] [PA] Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Sirrett, 2nd Floor, Santa Barbara, CA 93101 Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Sirrett, 2nd Floor, Santa Barbara, CA 93101 Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Sirrett, 2nd Floor, Santa Barbara, CA 93101 Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Sirrett, 2nd Floor, Santa Barbara, CA 93101 Business or Residence Address (Number and Street, City, State, Zip Code) 1124 [N]	2. What	is the min	imum inve	stment that	will be ac	cepted fror	n any indiv	idual?				. \$ 100,00	00*
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Hulse, Alvin Business or Residence Address (Number and Street, City, State, Zip Code) 1982 Concourse Street, St. Louis, MO 63146 Name of Associated Broker or Dealer Money Concepts Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		. ,									- •		
Full Name (Last name first, if individual) Hulse, Alvin Business or Residence Address (Number and Street, City, State, Zip Code) 1982 Concourse Street, St. Louis, MO 63146 Name of Associated Broker or Dealer Money Concepts Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
Business or Residence Address (Number and Street, City, State, Zip Code) 1982 Concourse Street, St. Louis, MO 63146 Name of Associated Broker or Dealer Money Concepts Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]		-	ame first, i	f individua	1)								
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Money Concepts Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]					s, MO 03.	140							
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											_	
1. Has t	he issuer so	old, or doe:						in this offer gunder UL	•		Yes	No
2. What	is the min	imum inve	stinent that	will be ac	cepted fror	n any indiv	/idual?		•••••••••		. \$ 100,00	00*
3. Does	the offerin	g permit jo	oint owners	hip of a sir	ngle unit?		***************************************				Yes	No
comn offeri and/o	nission or s ng. If a pe r with a sta	similar remerson to be nte or state:	ested for ea uneration f listed is an s, list the na a broker or	or solicitat associated ame of the	ion of pure person or broker or c	chasers in c agent of a lealer. If m	connection broker or d ore than fi	with sales of lealer regist we (5) perso	of securities ered with tons to be lis	s in the he SEC sted are		
	ne (Last na ges, Dani		individual)								
Business	or Reside	nce Addre	ss (Number		•		le)					
	Associate		y, Suite 1.	50, Anan	ia, GA 50.	330						
			Advisors,	Inc.								
			l Has Solic eck individi						144	,,,,	[] All	l States
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Busines	s or Reside	nce Addre	ss (Number 200, Moc		-	_	te)				. =	
Name of	f Associate	d Broker o	r Dealer	, , , , , , , , , , , , , , , , , , ,		<u>, </u>			·			
States in	Which Pe	rson Lister	Has Solic									1 States
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	me (Last na e, David a		f individual Eric)						• • • • •		
Busines	s or Reside	ence Addre	ss (Numbe		-	-	de)					
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Gui	ınAllen F	inancial, l	Inc.									
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[RI]	[SC]	(SD)	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

		Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		🗆	\boxtimes
Answer also in Appendix, Column 2, if filing under ULOE.			
2. What is the minimum investment that will be accepted from any individual?	********	\$ 100,00	00*
· · · · ·			_
3. Does the offering permit joint ownership of a single unit?		Yes ⊠	No
4. Enter the information requested for each person who has been or will be paid or given, directly or india commission or similar remuneration for solicitation of purchasers in connection with sales of securities offering. If a person to be listed is an associated person or agent of a broker or dealer registered with t and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be list associated persons of such a broker or dealer, you may set forth the information for that broker or dealer.	s in the he SEC ited are		
Full Name (Last name first, if individual) Sterling, Joseph		·	
Business or Residence Address (Number and Street, City, State, Zip Code) 965 S. Main Street, Suite 201, Cedar City, UT 84721			
Name of Associated Broker or Dealer		<u></u>	
Geneos Wealth Management, Inc.		_	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	***************************************	🗌 Al	l States
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	[WI]	[WY]	(PR)
Full Name (Last name first, if individual) O'Hare, Kevin			
Business or Residence Address (Number and Street, City. State, Zip Code) 10200 David Taylor Drive, P.O. Box 37948, Charlotte, NC 28262			
Name of Associated Broker or Dealer			
Uvest Financial Services, Group, Inc.			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		🔲 Al	1 States
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Full Name (Last name first, if individual)	()	[,,,,]	[, x]
Barankovich, George			
Business or Residence Address (Number and Street, City, State, Zip Code) 203 Chapala Street, Suite A, Santa Barbara, CA 93101			
Name of Associated Broker or Dealer			
Partnervest Securities, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers			
(Check "All States" or check individual States)			1 States
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV]	[WI]	[WY]	[PR]

Yes No No Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? Yes No No No No No No No N
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Vollbrecht, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 6500 City West Parkway, Suite 350, Eden Prairie, MN 55344 Name of Associated Broker or Dealer Workman Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [All IAK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
3. Does the offering permit joint ownership of a single unit?
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Vollbrecht, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 6500 City West Parkway, Suite 350, Eden Prairie, MN 55344 Name of Associated Broker or Dealer Workman Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
Vollbrecht, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 6500 City West Parkway, Suite 350, Eden Prairie, MN 55344 Name of Associated Broker or Dealer Workman Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
6500 City West Parkway, Suite 350, Eden Prairie, MN 55344 Name of Associated Broker or Dealer Workman Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
Name of Associated Broker or Dealer Workman Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MN] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
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[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)
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[RI] {SC] [SD] [TN] [TX] [UT] [VT] [VA] {WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)
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17 DICO, 1 DUI
Business or Residence Address (Number and Street, City, State, Zip Code) 16 Windham Drive, Dix Hills, NY 11746
Name of Associated Broker or Dealer Alternative Wealth Strategies
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
Full Name (Last name first, if individual) Hunter, Marcus
Business or Residence Address (Number and Street, City, State, Zip Code) 2180 Satellite Blvd., Suite 100, Duluth, GA 30097
Name of Associated Broker or Dealer H&R Block Financial Advisors
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
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Part													
A. Botes the offering permit joint ownership of a single unit?	1. Has ti	he issuer so	old, or does							=			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with sales of secutities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, its the name of the broker or dealer. If more than five (\$) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Fall Name (Last name first, if individual) Chess, John Business or Residence Address (Number and Street, City, State, Zip Code) 1650 Lakeshore ST., Suite 285. Columbus, OH 43204 Business or Residence Address (Number and Street, City, State, Zip Code) 1650 Lakeshore ST., Suite 285. Columbus, OH 43204 Business or Residence Address (Number and Street, City, State, Zip Code) 1650 Lakeshore ST., Suite 285. Columbus, OH 43204 Business or Residence Address (Number and Street, City, State, Zip Code) 1650 Lakeshore ST., Suite 285. Columbus, OH 43204 Business or Residence Address (Number and Street, City, Ital) [IL] [IN] [IA] [IA] [IK] [IX] [IX] [IX] [IX] [IX] [IX] [IX] [IX	2. What	is the min	imum inve	stment that	will be ac	cepted fror	n any indiv	ridual?				\$ 100,00	00*
Commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person on agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Chess, John Business or Residence Address (Number and Street, City, State, Zip Code) 1650 Lakeshore St., Suite 285, Columbus, OH 43204 Name of Associated Broker or Dealer GunnAller Financial, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [III] [ID] [III] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OT] [DK] [OT] [DK] [DK] [DK] [PA] Full Name (Last name first, if individual) Goslin, Chris Business or Residence Address (Number and Street, City, State, Zip Code) 1715 North Westshore Blvd., Suite 753, Tampa, FL 33607 States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) Full Name (Last name first, if individual) Barkume, Tom [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [III] [ID] [III] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MS] [MO] MT] [NE] [NN] [NH] [NN] [NN] [NN] [NN] [NN] [NN	3. Does	the offerin	g permit jo	oint owners	hip of a si	ngle unit?	••••		••••••	************			
Business or Residence Address (Number and Street, City, State, Zip Code) In 150 Lakeshore St., Suite 285, Columbus, OH 43204	comn offeri and/o	nission or s ing. If a pe or with a st	similar remerson to be ate or state	uneration f listed is an s, list the na	or solicitat associated ame of the	tion of pure I person or broker or o	chasers in c agent of a dealer. If m	connection broker or d lore than fi	with sales of lealer regist we (5) perso	of securitie ered with t ons to be lis	s in the he SEC sted are		
Name of Associated Broker or Dealer Gann Allen Financial, Inc.			me first, if	individual)								-
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) Check "All States" or check individual) Check "All States" or check individual States) Check "All St						-	•	le)					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)										•			
III. IIN	States in	Which Pe	rson Listed	Has Solic								🔲 Ali	States
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Goslin, Chris Business or Residence Address (Number and Street, City, State, Zip Code) 1715 North Westshore Blvd., Suite 753, Tampa, FL 33607 Name of Associated Broker or Dealer GunnAllen Financial, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[AL] [IL]	[AK] [IN]	[AZ] [1A]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[MO]
Business or Residence Address (Number and Street, City, State, Zip Code) 1715 North Westshore Blvd., Suite 753, Tampa, FL 33607													
Name of Associated Broker or Dealer Gunn Allen Financial, Inc.				individual)				_				2,,
Name of Associated Broker or Dealer GunnAllen Financial, Inc.				•			•	de)					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Name of	f Associate	d Broker o	r Dealer					•				
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RI SC SD TN TX UT VA WA WV WI WY PR												[MS]	[MO]
Full Name (Last name first, if individual) Barkume, Tom Business or Residence Address (Number and Street, City, State, Zip Code) 965 S. Main Street, Suite 201, Cedar City, UT 84721 Name of Associated Broker or Dealer Geneos Wealth Management, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
Business or Residence Address (Number and Street, City, State, Zip Code) 965 S. Main Street, Suite 201, Cedar City, UT 84721 Name of Associated Broker or Dealer Geneos Wealth Management, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full Na	me (Last na	ame first, i					(****)			(
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2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. It a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, it the name of the broker or dealer. If more than five (5) persons to be listed are associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. The more than five (5) persons to be listed are associated persons or such a broker or dealer. You may set forth the information for that broker or dealer registered with the SEC associated persons of such a broker or dealer, you may set forth the information for that broker or dealer registered with the SEC associated persons of such a broker or dealer. You may set forth the information for that broker or dealer only. Filter, Gary Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Chocket, "All States" or check individual States). [All States" or check individual States). [All States" or check individual States [All Intended Processes [Al	1. Has th	he issuer so	old, or does	the issuer	intend to s	sell, to non-	accredited	investors i	n this offer	ing?		. 🗀	\boxtimes
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
							 					

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold Debt..... \$0 \$0 Equity \$0 \$0 Common Preferred \$ 0 \$0 Convertible Securities (including warrants) \$0 Partnership Interests \$ 0 Other (Specify Individual beneficial interests in the Delaware Statutory Trust) \$ 9,500,000 \$ 6,461,582.54 Total \$ 9,500,000 \$ 6,461,582.54 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors.... 30 \$ 6,461,582.54 Non-accredited Investors..... \$0 Total (for filings under Rule 504 only) \$ --Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A \$ ---Rule 504..... Total..... \$ --4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fces. **⊠ \$**0 Printing and Engraving Costs **⊠ \$**0 Legal Fees \$ 378,000 Accounting Fees **⊠ \$**0 Engineering Fees **⊠** \$0 Sales Commission (specify finders' fees separately)..... \$ 665,000 Other Expenses (Due Diligence) **⊠ \$**0 Total \$ 1,043,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE	OF I	PROCEEDS		
b.	Enter the difference between the aggregate of and total expenses furnished in response to Pagross proceeds to the issuer."	rt C - Question 4.a. This difference is the "adju	isted	i	\$ 8,4	57,000
i.	Indicate below the amount of the adjusted pro each of the purposes shown. If the amount for check the box to the left of the estimate. The gross proceeds to the issuer set forth in respon	any purpose is not known, furnish an estimate otal of the payments listed must equal the adjus	and			
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		X	\$0	Ø	\$0
	Purchase of real estate		×	\$0	⊠	\$ 7,000,000
	Purchase, rental or leasing and installatio	n of machinery and equipment	\boxtimes	\$0	፟፟፟፟	\$ 0
	Construction or leasing of plant buildings	and facilities	\boxtimes	\$0		\$0
	Acquisition of other businesses (includin offering that may be used in exchange for pursuant to a merger)	g the value of securities involved in this r the assets or securities of another issuer	⊠	\$0	⊠	\$ 0
	•	***************************************				\$0
	• •				- — ⊠	\$ 320,000
	- •	Fees		· · · · · · · · · · · · · · · · · · ·	_	\$ 504,500
	Column Totals		. 🗵	\$ 632,500		\$ 7,824,500
	Total Payments Listed (column totals ad	ded)		<u>⊠</u> s	— 8,457,0	000
			_	-		
		D. FEDERAL SIGNATURE				
fo	te issuer has duly caused this notice to be signe flowing signature constitutes an undertaking by quest of its staff, the information furnished by t	the issuer to furnish to the U.S. Securities and	Ex	change Commis	sion, u	pon written
ls	sucr (Print or Type) Si	gnature		Date		
U	SA Franklin Park, DST	WJ ~				
N	arne of Signer (Print or Type) Ti	tle of Signer (Print or Type)		<u> </u>		-
K	evin S. Fitzgerald	hief Executive Officer, U.S. Advisor, LLC, as	a T	rustee of USA F	ranklir	n Park, DST
_						~~~~

-ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

<u> </u>	E. STATE SIGNATURE			
Is any party described in 17 CFR of such rule?	Yes	No		
	See Appendix, Column 5, for state re	esponse.		
2. The undersigned issuer hereby un Form D (17 CFR 239.500) at suc	ndertakes to furnish to any state administrator of times as required by state law.	of any state in which this noti-	ce is filed, a no	tice on
The undersigned issuer hereby t issuer to offerees.	indertakes to furnish to the state administrator	rs, upon written request, info	rmation furnis	hed by the
Limited Offering Exemption (U	s that the issuer is familiar with the conditions LOE) of the state in which this notice is filed a of establishing that these conditions have been	and understands that the issue		
The issuer has read this notification undersigned duly authorized person	and knows the contents to be true and has d	uly caused this notice to be s	igned on its be	half by th
Issuer (Print or Type)	Signature	Date		-
USA Franklin Park, DST	1/1			
Name (Print or Type)	Title (Print or Type)			

Chief Executive Officer, U.S. Advisor, LLC, as a Trustee of USA Franklin Park, DST

Instruction:

Kevin S. Fitzgerald

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
				Number of Accredited		Number of Non-Accredited			
State	Yes	No ⊠	Beneficial interests in the Delaware Statutory Trust-	Investors 2	Amount \$425,000	Investors 0	Amount N/A	Yes	No ⊠
			\$9,500,000						
MS									
МО		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	1	\$60,000	0	N/A		X
МТ									
NE									
NV		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	ı	\$110,000	0	N/A		⊠
NH									
NJ					_				
NM									
NY		⋈	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	1	\$294,500	0	N/A		⊠
NC		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	1	\$257,457.16	0	N/A		X
ND				1					
ОН		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	1	\$159,611.24	0	N/A		×
ок									
OR		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	1	\$100,000	0	N/A		⊠
PA									
RI									
sc									
SD									

APPENDIX 1 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price to non-accredited Type of investor and explanation of amount purchased in State (Part C-Item 2) investors in State offered in state waiver granted) (Part C-Item 1) (Part B-Item 1) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Yes Amount Investors No Amount TN \boxtimes Beneficial interests 3 \$350,000 0 N/A \boxtimes in the Delaware Statutory Trust-\$9,500,000 TX UT VT \boxtimes Beneficial interests \$213,976.73 VA1 0 N/A \boxtimes in the Delaware Statutory Trust-\$9,500,000 WA \boxtimes Beneficial interests \$200,000 ı 0 \boxtimes N/A in the Delaware Statutory Trust-\$9,500,000 wv \boxtimes WI Beneficial interests \$240,400 0 N/A \boxtimes in the Delaware Statutory Trust-\$9,500,000 WY

PR

APPENDIX

1	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item I)	4 Type of investor and amount purchased in State (Part C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	2	\$250,000	0	N/A		Ø
AR									
CA		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	10	\$2,297,198.08	0	N/A		⊠
CO				į			ı		
СТ									
DE									
DC									
FL		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	1	\$765,125.00	0	N/A		Ø
GA		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,500,000	3	\$738,314.33	0	N/A		⊠
HI									
ID									
IL	0								
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
МІ									